

FAX transmission

DATE: May 24, 1995**FROM:****HARRY BOADWEE**

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TO:

Mr. Preston Green
America Online, Inc.

(703) 448-9164

**Please deliver copies to Sheila Burke, Esq.
and Paul Baker, Esq.**

Ms. Sharnette Smith
America Online, Inc.

(703) 506-1942

**Please deliver copies to Mr. Bill Dunn, Mr. Len
Leader, Mr. Tom Stout and Mr. Miles Gilburne**

Christopher Younger, Esq.
Wilson, Sonsini, Goodrich & Rosati, P.C.

(415) 496-4092

Please deliver a copy to Allen L. Morgan, Esq.

WAIS Inc.

(415) 356-5444

**Please deliver a copy to Mr. Brewster Kahle
(WAIS, Inc.) and Mr. David Kaiser (Websoft)**

Mr. Pete Buzy
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NO. PAGES: 4 (including cover page)

ACCOUNT NO.: 19649-00100

■ **Message:**

Attached is the final version of Exhibit 6.4 to the AOL-WAIS Plan of Reorganization, marked to show changes from the May 12 version.

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EXHIBIT 6.4**ADDITIONAL AOL OPTIONS**

Upon the Closing of the Merger, the following options to purchase AOL Common Stock will be granted under the America Online, Inc. 1992 Employee, Director and Consultant Stock Option Plan (the shares issuable under which will be registered on Form S-8 to be filed within 30 days after the Closing Date), in each case with an exercise price equal to the closing price of AOL Common Stock on the trading day immediately prior to the Closing Date:

(i) Brewster Kahle Option. Mr. Kahle will receive an option to purchase shares with an aggregate exercise price of \$3,500,000. Such option will vest as to 1/2 of the shares on the second anniversary of the Closing Date, with an additional 1/4 of the shares vesting on the third and fourth anniversaries of the Closing Date.

(ii) Options for Current Employees. Options to purchase shares with an aggregate exercise price of \$2,500,000 will be granted to other employees of WAIS who are employed by WAIS as of March 17, 1995 and who remain employed by WAIS at the Closing Date. Such options will have standard, ratable 4 year vesting, with the first vesting date at the first anniversary of the Closing Date. Such options will be granted to the persons and in the amounts set forth on Schedule I hereto.

(iii) Options for New Employees. Options to purchase shares with an aggregate exercise price of up to \$2,000,000 will be granted to other employees of WAIS who are hired by WAIS after March 17, 1995 and who are employed by WAIS at the Closing Date. Such options will have standard, ratable 4 year vesting. Such options will be granted to the persons and in the amounts set forth on Schedule II hereto.

	A	H
22	SCHEDULE I TO EXHIBIT 6.4	
23		
24	EMPLOYEES ON OR BEFORE 3/17/95	
25		
26		
27		
28		No. of AOL
29		shares
30		subject to
31		options
32	Bruce Gilliat	13423
33	Harris Morris	8054
34	Kevin Oliveau	6040
35	Dan Aronson	5369
36	William Tutthill	5369
37	Claude Devarenna	5369
38	Mary McCall	4898
39	Melkie Syme Hall	4898
40	John Duhring	3336
41	Tom Alayebi	2685
42	Cyndy Riley	2013
43	Marion Esanu	2013
44	Dia Cheney	1342
45	Norman Brodessor	1342
46	Darrel Daugherty	671
47	Victoria Gamburg	671
48	Larry Steinberg	0
49	Brewster Kahle	0
50	Kevin Garrett	0
51	Nick Scharf	0
52	Dilip Gunawardena	0
53	Bill Dunn	0
54	Total	67,113
55	Left	
56		
57	Exercise Price per share	\$37.25
58	Aggregate Exercise Price	\$2,499,959.25

	A	H
62	SCHEDULE II TO EXHIBIT 6.4	
63		
64		Number of
65		AOL shares
66		subject to options
67		
68	EMPLOYEES AFTER 3/17/95	
69	John Sweat	3,000
70	Darlene Crab (salary at quota 90k)	3,000
71	Patti Johnson (salary at quota 90k)	3,000
72	Georgios Papadopoulos	5,500
73	Cynthia Innis	1,000
74	Edy Henderson	12,000
75	Pat Greer	8,000
76	Chris Toomey	5,000
77	Deanna Weber	1,000
78	Sara Silverstein	2,000
79	Total	43,500
80		
81		
82	Exercise Price per share	\$37.25
83	Aggregate Exercise Price	\$1,620,375.00
84		